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PINE TECHNOLOGY HOLDINGS LIMITED

松景科技控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1079)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of PINE Technology Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Monday, 29 May 2017 at Unit 4608, 46/F., The Center, 99 Queen’s Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the disposal agreement (the “**Disposal Agreement**”) dated 22 March 2017 and entered into between the Company and Simply Perfect Group Limited (“**Simply Perfect**”) (a copy of which signed by the Chairman of the meeting for the purpose of identification, has been produced to the meeting marked “A”), pursuant to which the Company agreed to sell and Simply Perfect agreed to purchase 15% of the issued share capital of Pine Technology (BVI) Limited (“**Pine Technology BVI**”) and the transactions contemplated thereunder (including but not limited to the entering into of the shareholders’ agreement amongst the Company, Simply Perfect and Pine Technology BVI (the “**Shareholders’ Agreement**”)) (the “**Disposal**”), including as a special deal under Rule 25 of the Hong Kong Code on Takeovers and Mergers, be and are hereby approved, confirmed and ratified; and

* For identification purposes only

- (b) the board of directors of the Company (the “**Board**”) be and is hereby authorised to do all such acts and things and sign all such documents and to take such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Disposal Agreement and the transactions contemplated thereunder (including but not limited to entering into of the Shareholders’ Agreement) and to agree to such variation, amendment or waiver as are, in the opinion of the Board, in the interests of the Company.”

On behalf of the Board of
PINE Technology Holdings Limited
Chiu Hang Tai
Chairman

Hong Kong, 9 May 2017

Notes:

- (1) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A Member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (4) Resolution (a) above is in respect of both the Disposal Agreement and Shareholders’ Agreement. The entering into of the Shareholders’ Agreement is bundled with the approval of the Disposal Agreement as the Company and Simply Perfect agree that they shall enter into the Shareholders’ Agreement, in an agreed form as appended to the Disposal Agreement, in respect of their investment in Pine Technology BVI, upon completion of the Disposal Agreement. As such, our Directors believe that they are interdependent and linked with each other forming one significant proposal.

As at the date of this announcement, the executive directors are Mr. Chiu Hang Tai and Mr. Chiu Samson Hang Chin, the non-executive directors are Mr. Chiu Herbert Hang Tat and Mr. Li Chi Chung and the independent non-executive directors are Mr. So Stephen Hon Cheung, Dr. Huang Zhijian and Dr. Chung Wai Ming.